



BOARD OF GOVERNORS  
OF THE  
FEDERAL RESERVE SYSTEM  
WASHINGTON, D. C. 20551

ADDRESS OFFICIAL CORRESPONDENCE  
TO THE BOARD

June 13, 1997

Mr. Thomas A. Plant  
Vice President  
National City Corporation  
Law Department  
1 Cascade Plaza  
Akron, Ohio 44308

Dear Mr. Plant:

The Secretary of the Board of Governors of the Federal Reserve System, acting pursuant to authority delegated by the Board, has reviewed the notice filed under section 4(j)(5)(B) of the Bank Holding Company Act ("BHC Act"), as amended by section 2208 of the Economic Growth and Regulatory Paperwork Reduction Act of 1996 (Pub. L. No. 104-208, § 2208, 110 Stat. 3009 (1996)), by National City Corporation, Cleveland, Ohio ("National City"), and its subsidiary, National Processing, Inc., Louisville, Kentucky, to acquire MRS Jamaica, Inc., Houston, Texas, and thereby engage in the processing of healthcare claims and payments. The Board determined that medical payment processing constitutes permissible data processing and data transmission activities for a bank holding company. See 12 C.F.R. § 225.28(b)(14); see also, Banc One Corporation, 80 Federal Reserve Bulletin 139 (1994).

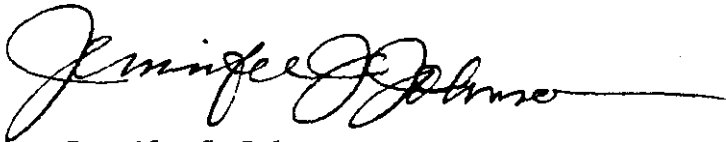
National City has certified that all the criteria set forth in section 4(j)(4) of the BHC Act are met and has filed the information required under that section. Based on all the facts of record, including relevant examination, financial and other reports maintained by the Federal Reserve System, the System does not object to the consummation of the proposal at this time. In making this determination, the Secretary has relied on all of the facts of record and all of the representations and commitments made by National City in connection with this proposal. The representations and commitments are conditions imposed in writing in connection with the findings and decision herein, and, as such, may be enforced under applicable provisions of law. As provided in section 4(j)(4)(C)(i) of the BHC Act, this determination is subject to

all the restrictions, terms, and conditions imposed by the Board on the data processing functions of bank holding companies.

Approval of this notice is subject to the Board's authority to require reports by, and make examinations of, holding companies and their subsidiaries and to require such modification or termination of activities of a holding company or any of its subsidiaries as the Board finds necessary to assure compliance with the Act, and the Board's regulations and orders issued thereunder.

The transaction should be consummated within three months after the effective date of this letter, unless such period is extended by the Federal Reserve Bank of Cleveland. In connection with these provisions, advice of the fact of consummation should be given in writing to the Reserve Bank.

Very truly yours,

A handwritten signature in cursive script, reading "Jennifer J. Johnson", followed by a horizontal line.

Jennifer J. Johnson  
Deputy Secretary of the Board

cc: Federal Reserve Bank of Cleveland  
Department of Justice